

Talcott J. Franklin  
Talcott Franklin P.C.  
208 North Market Street, Suite 200  
Dallas, Texas 75202  
Phone: (214) 736-8730  
Fax: (877) 577-1356  
tal@talfranklin.com

Aaron R. Cahn  
Leonardo Trivigno  
Carter, Ledyard & Milburn LLP  
2 Wall Street  
New York, New York 10005  
Phone: (212) 732-3200  
bankruptcy@clm.com

Thomas P. Sarb  
Robert Wolford  
Miller Johnson  
Calder Plaza Building  
250 Monroe Avenue NW, Suite 800  
Grand Rapids, MI 49503-2250  
Phone: (616) 831-1748  
sarbt@millerjohnson.com

*Attorneys for the Talcott Franklin Group Investors*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
	:	
In re	:	Case No.: 12-12020 (MG)
	:	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	:	Chapter 11
	:	
Debtors.	:	Jointly Administered
	:	
-----X	:	

**TALCOTT FRANKLIN GROUP FACT WITNESS DESIGNATION**

The Talcott Franklin Group, by its counsel, Carter Ledyard & Milburn LLP, Miller Johnson and Talcott Franklin, P.C., according to the Second Revised Joint Omnibus Scheduling

Order Regarding Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of RMBS Trust Settlement Agreements, designates the following fact witnesses:

**Talcott J. Franklin.** Mr. Franklin will offer non-privileged fact testimony regarding: (i) the basis and nature of the Talcott Franklin Group's claims against the Debtors, Ally Financial, Ally Bank and Ally Securities; (ii) the efforts the Talcott Franklin Group undertook to recover damages based on the Debtors' violations of the representations and warranties in the securitization documents relating to the Talcott Franklin Group's investments and for the Debtors' servicing violations with regard to the same investments; (iii) the Talcott Franklin Group's negotiations with Debtors, the Ally entities, and their counsel regarding the settlement and compromise of its claims; (iv) the Talcott Franklin Group's communications with the trustees for the trusts in which the Talcott Franklin Group's investments have been made; and (v) the Talcott Franklin Group's analysis of the benefits of the RMBS Trust Settlement Agreement between the Debtors and the Talcott Franklin Group.

Dated: New York, New York  
October 5, 2012

CARTER LEDYARD & MILBURN LLP

By: /s/ Aaron R. Cahn  
Aaron R. Cahn  
Leonardo Trivigno  
2 Wall Street  
New York, New York 10005  
(212) 732-3200  
bankruptcy@clm.com

MILLER JOHNSON  
Thomas P. Sarb  
Robert D. Wolford  
Calder Plaza Building  
250 Monroe Avenue NW, Suite 800  
Grand Rapids, MI 49503-2250  
(616) 831-1700  
sarbt@millerjohnson.com

TALCOTT FRANKLIN P.C.  
Talcott J. Franklin  
208 North Market Street, Suite 200  
Dallas, Texas 75202  
Phone: (214) 736-8730  
Fax: (877) 577-1356  
tal@talfranklin.com

*Attorneys for the Talcott Franklin Group Investors*